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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE)
COMMISSION,)
)
Plaintiff,) Case No.:
v.) 20-Civ-10832 (AT) (SN)
)
RIPPLE LABS, INC., BRADLEY)
GARLINGHOUSE, and CHRISTIAN)
LARSEN,)
)
Defendants.)
_____)

CONFIDENTIAL

VIDEOTAPED DEPOSITION OF
ASHEESH BIRLA
Wednesday, June 23, 2021

Reported by:
BRIDGET LOMBARDOZZI,
CSR, RMR, CRR, CLR
Job No. 210623BLO

UNITED STATES DISTRICT COURT
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LARSEN,)
)
Defendants.)
_____)

Videotaped deposition of ASHEESH BIRLA taken on
behalf of Plaintiff, held at the offices of Debevoise &
Plimpton, 919 Third Avenue, New York, New York,
commencing at 9:21 a.m. and ending at 6:49 p.m., on
Wednesday, June 23, 2021, before Bridget Lombardozzi,
CCR, RMR, CRR, CLR, and Notary Public of the States
of New York and New Jersey, pursuant to notice.

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 Ripple

ERIC NOLAN, Videographer
Shereck Video Service

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1 - - -

2 9:21 a.m.

3 June 23, 2021

4 - - -

5 THE VIDEOGRAPHER: Good morning.

6 Today is Wednesday, June 23rd. The time

7 on the video monitor is now 9:21 a.m.

8 We're here in New York City for the video

9 deposition of Miss -- Mr. Asheesh Birla.

10 Please note that all microphones are

11 sensitive, pick up whispering, private

12 conversations and cell phone interference.

13 We ask you to please turn off all cell

14 phones, place them away from the

15 microphones as they can interfere with

16 deposition audio and video recording.

17 Audio and video recording will need to

18 take place unless all parties agree to go

19 off the video record.

20 This is Media Unit Number 1 of

21 today's recorded video deposition of

22 Mr. Asheesh Birla taken in the matter of

23 SEC, Securities and Exchange Commission,

24 versus Ripple -- Ripple Labs, Inc., et

25 al., filed in the U.S. District, Southern

1 District of New York Court with the case
2 index file docket number of
3 20-civ-10832 (AT) (SN) .

4 Today's deposition is being
5 recorded at the law firm of -- offices of
6 Debevoise Plimpton at 919 Third Avenue,
7 New York, New York.

8 I'm your videographer today,
9 Eric Nolan, with Sheretz Video. And
10 today's Madam Court Reporter is
11 Ms. Bridget Lombardozzi with Gradillas
12 Court Reporters.

13 Please neat -- note that neither
14 myself nor Ms. Court Reporter Lombardozzi
15 are related to any party in this action
16 or financially interested in the
17 financial outcome of this case.

18 At this time we typically have
19 all counsel present in the room and
20 anyone attending remotely please enter
21 their appearance, but per previous
22 agreement and stipulation, all
23 appearances will be provided via the
24 written record provided by the court
25 reporter.

1 At this time we'd ask the court
2 reporter to please swear in the witness,
3 after which we may proceed.

4 We are now on the video record.

5 A S H E E S H B I R L A,
6 having been duly sworn, was examined and
7 testified as follows:

8 THE WITNESS: Yes.

9 THE REPORTER: Thank you.

10 You may proceed.

11 MS. ZORNBERG: Sir, did you note
12 the time for the record?

13 THE VIDEOGRAPHER: Yes. The time
14 on the video monitor is now 9:24 a.m.

15 MS. ZORNBERG: Thank you.

16 DIRECT-EXAMINATION

17 BY MR. HANAUER:

18 Q. Sir, can you please state and spell your
19 name for the record?

20 A. My name is Asheesh Birla. First name
21 Asheesh, A-S-H-E-E-S-H, last name Birla,
22 B-I-R-L-A.

23 Q. Good morning, Mr. Birla. My name is Ben
24 Hanauer. I represent the SEC, which is the
25 plaintiff in this lawsuit.

1 Is there any reason that you cannot give
2 accurate deposition testimony today?

3 A. No.

4 Q. How many preparation sessions did you
5 have for today's deposition?

6 A. I don't know for certain, but around
7 four -- four to five.

8 Q. And if you had to estimate the total
9 amount of time you spent preparing for today's
10 deposition, what amount of time would that be?

11 A. Ten -- ten to twenty hours around.

12 Q. In total?

13 A. In total.

14 Q. And you provided testimony to the SEC in
15 the investigation that preceded this lawsuit?

16 A. Yes, that is correct.

17 Q. And that testimony was on or around
18 December 5th, 2019?

19 A. Yes, I believe so.

20 Q. Have you been deposed or provided
21 testimony in a legal proceeding since then?

22 A. No.

23 Q. And besides your testimony and your
24 deposition today and when I briefly introduced
25 myself to you in the elevator this morning, have

1 you communicated with anyone at the SEC, its
2 Commissioners or its staff?

3 A. No.

4 MS. ZORNBERG: Mr. Hanauer, if I
5 could just put on the record a stipulation
6 at this point for the parties. We've
7 agreed, as in prior depositions, that an
8 objection to a question by any one of the
9 defense counsel or by Mr. Birla's
10 individual counsel here today will suffice
11 to preserve the objection for all
12 defend -- defendants in the action.

13 Also, I just would note for the
14 record our request to designate the
15 transcript as confidential.

16 MR. HANAUER: Thank you. And
17 agreed to your stipulation.

18 MS. ZORNBERG: Thank you.

19 BY MR. HANAUER:

20 Q. And, Mr. Birla -- am I saying your name
21 right?

22 A. Yes.

23 Q. Okay. Thank you.

24 Mr. Birla, do you understand that one of
25 the issues in this lawsuit is whether XRP is a

1 security and subject to SEC jurisdiction?

2 A. Yes.

3 Q. Are you aware of anyone affiliated with
4 the SEC communicating to Ripple that XRP is not a
5 security?

6 A. Not to my knowledge.

7 Q. And if I refer to "Ripple," I'm
8 referring to Ripple Labs, Inc.

9 Do you understand that?

10 A. Yes, I do.

11 Q. You started at Ripple in September of
12 2013?

13 A. Yes.

14 Q. Are you one of Ripple's longest-tenured
15 employees?

16 A. Yes, I am.

17 Q. And what is your current title?

18 A. General manager of RippleNet.

19 Q. And how long have you held that title?

20 A. Around -- around ten months, I believe.

21 Q. And what are your current
22 responsibilities?

23 A. Current -- my current responsibilities
24 include product management, sales, something
25 called customer success, which is the delivery of

1 the product and integration into our customers and
2 partners. And then -- yeah, those are my main
3 responsibilities.

4 Q. And what was your title before you
5 became the general manager of RippleNet?

6 A. For a brief time, my title was -- can
7 you -- just prior to general manager of RippleNet
8 or --

9 Q. Yeah. You told me that ten months ago
10 you got a new title and I'm asking you what your
11 title was before it changed to the current one.

12 A. Right before it was changed to general
13 manager of RippleNet, my title was vice president
14 of product and corporate development.

15 Q. And did you have different
16 responsibilities in that role than you do
17 currently?

18 A. Yes, I did.

19 Q. Could you tell us about that, please?

20 A. I managed product management. And
21 product management is a function that worked with
22 customers, identified customer problems, and then
23 developed software applications to solve those
24 customer problems with a product team and a
25 engineering team.

1 Engineering team does not report into
2 the product function, but you -- you influence,
3 help organize and prioritize different feature
4 sets for product development.

5 Corporate development in that role was
6 helping identify investments that Ripple could
7 make to help further the -- the product and
8 RippleNet as a whole.

9 Q. And -- and when you just described about
10 managing investments, that's a responsibility you
11 had prior to your job change ten months ago or
12 that's a responsibility you have now?

13 A. That's not a responsibility I have now.
14 I had it for a brief period prior to becoming
15 general manager.

16 Q. And so maybe this is a -- a good way to
17 try this.

18 Can you tell us how your job
19 responsibilities have changed since you provided
20 testimony to the SEC in December 2019?

21 A. I don't exactly remember the dates of
22 the new title, but for -- I believe at the time
23 that I provided testimony, I was a senior vice
24 president of product and pretty much managed the
25 product -- product function.

1 Then after I believe I gave testimony, I
2 don't know the exact timing, but maybe six months
3 after, the corporate development function was
4 added for a brief period.

5 And then I believe the -- the timing was
6 around August of 2020-ish, I was -- my role
7 changed. Corporate development was -- moved on to
8 another part of the organization. And I then
9 became the general manager of RippleNet.

10 Q. Who do you currently report to?

11 A. I report to Brad Garlinghouse.

12 Q. And Mr. Garlinghouse is Ripple's CEO?

13 A. That is correct.

14 Q. And how long have you reported directly
15 to Mr. Garlinghouse?

16 A. More than -- I believe more than five
17 years.

18 Q. And who did you report to before
19 Mr. Garlinghouse?

20 A. Can you repeat the question, please?

21 MR. HANAUER: Can you please read
22 back the question?

23 (Whereupon, the record was read
24 back.)

25 A. I reported to Chris Larsen.

1 Q. And at the time you reported to
2 Mr. Larsen, was he Ripple's CEO?

3 A. Yes, I believe so.

4 Q. Do you consider yourself to be a Ripple
5 senior executive?

6 A. Yes.

7 Q. And how long have you considered
8 yourself to be a senior Ripple executive?

9 A. During most of my tenure at Ripple.

10 Q. Since 2015?

11 A. Since 2015.

12 Q. Are you a Ripple board member?

13 A. I am not a Ripple board member.

14 Q. Do you regularly -- regularly attend
15 Ripple board meetings?

16 A. I -- I attend a portion of the board
17 meeting on a regular basis.

18 Q. And what portion is that?

19 A. The product -- the product development
20 portion of the board -- board meeting.

21 Q. So you basically come into the board
22 meeting, give a presentation about the -- the
23 function that you manage, and then you leave?

24 MR. HECKER: Objection to form.

25 You can answer.

1 A. I may stay for a few other slides and
2 during a natural break, you know, I'll -- I'll
3 depart. But most of the time that I'm there, I'm
4 there to serve the purpose to inform the board
5 about product development.

6 Q. Have you attended portions of Ripple
7 board meetings where financial matters are
8 discussed?

9 MS. ZORNBERG: Object to form.

10 You can answer.

11 A. If there's not a natural break, there
12 may be a few slides that I stick around for, but
13 we tend to -- to avoid disruptions in the board
14 and people shuffling in and out, I usually leave
15 at a natural break. Sometimes that natural break
16 comes after the financial section; sometimes it
17 comes before the financial section.

18 Q. Are you a Ripple shareholder?

19 A. Yes, I am.

20 Q. Since when?

21 A. I don't know the exact dates. It's --
22 it's likely one year after I started at Ripple.

23 Q. So like 2014/2015?

24 A. That's -- I believe that to be correct.

25 Q. And how much Ripple shares do you own?

1 A. I don't -- I don't recall the exact
2 amount, but there's been some, you know, splits in
3 the shares and so forth since I was provided my
4 grant. So I'm not really sure the exact amount,
5 but it's somewhere -- somewhere between [REDACTED]
6 [REDACTED] shares.

7 Q. And have you received Ripple shares
8 since the first initial grant you received?

9 A. Yes, I believe so.

10 Q. Can you tell us about the instances
11 where you received Ripple shares?

12 A. Just for background, shares are usually
13 on a [REDACTED] year vest. And with a lot of Silicon
14 Valley companies and tech companies, you're
15 provided what is known as a refresh grant before
16 your [REDACTED] years are -- are up. I believe I
17 received at least one refresh grant somewhere
18 around 2017. I believe that was my first refresh
19 grant.

20 Q. Have you received a refresh grant since
21 then?

22 A. I don't know for certain, but I don't
23 believe so.

24 Q. And have you ever received Ripple stock
25 options?

1 A. Well, to be clear, the initial
2 allocation and the refresh grant are stock
3 options.

4 Q. And for either of those grants, have you
5 exercised the options and purchased Ripple shares?

6 A. I have -- yes, I have purchased -- I've
7 exercised the option.

8 Q. Both times? Both grants?

9 A. That's not -- the mechanics of
10 exercising options do not depend on, like, the
11 grants, but I've -- I have exercised a number of
12 my options that I've -- I've received.

13 Q. What is your understanding of how much
14 your Ripple stock is currently worth?

15 A. I don't -- I don't track the Ripple
16 stock very closely. It's -- it's -- I've heard of
17 ranges between [REDACTED] and [REDACTED] per share.

18 Q. Is Ripple publicly traded?

19 A. No, Ripple is not publicly traded.

20 Q. So is it accurate that one of the roles
21 you've -- is it accurate that one of the roles
22 you've held at Ripple is managing the development
23 of Ripple's products?

24 A. Yes, that is correct.

25 Q. And you have also acted as a spokesman

1 or a spokesperson for Ripple?

2 MR. HECKER: Objection to form.

3 You can answer.

4 A. I -- I didn't have a formal title as
5 spokesperson, but I -- I spoke to press and other
6 media as part of my role.

7 Q. And that's something you've done since
8 you started at Ripple?

9 MR. HECKER: Objection to form.

10 You can answer.

11 A. I -- I don't remember when I started
12 providing input into media, but it wasn't -- I
13 don't believe it was when I started.

14 Q. By 2015 were you making public
15 announcements about Ripple's products?

16 MR. HECKER: Objection to form.

17 A. Around 2015 I believe I started to talk
18 a little bit about not only, you know, Ripple
19 products but cryptocurrencies and blockchain
20 technology. I don't know of exact timing, but
21 somewhere around 2015 seems right.

22 Q. And since 2015 you've been providing
23 interviews to the media on behalf of Ripple?

24 A. I don't -- I don't know if it's
25 around -- somewhere around 2015 I've -- I believe

1 I was providing interviews on behalf of Ripple.

2 Q. I do not want to get into the specifics
3 of any communications you've had with an attorney,
4 but have you received guidance from attorneys
5 about how to talk about Ripple and XRP when
6 speaking to the media?

7 MR. HECKER: I'm going to object
8 and instruct the witness that -- that
9 question I think you can answer just yes
10 or no and then see if he has a follow-up
11 question.

12 And the question, if you
13 rephrase it, is just around the topic?
14 Whether he had discussions with counsel
15 about the topic of speaking to the media?

16 MR. HANAUER: Guidance from
17 attorneys about how to talk about Ripple
18 and XRP when speaking to the media.

19 MR. HECKER: And you're -- you're
20 expressly asking him about whether he's
21 had discussions with counsel about that
22 topic?

23 MR. HANAUER: Correct.

24 MR. HECKER: Okay. So that's
25 just a yes or a no answer to that

1 question.

2 A. No.

3 Q. You've received guidance from
4 nonattorneys about how to talk about Ripple and
5 XRP when acting as a Ripple spokesperson?

6 MR. HECKER: Objection to form.

7 A. Can you repeat the question, please?

8 (Whereupon, the record was read back.)

9 MS. ZORNBERG: Object to form.

10 A. From my recollection, I -- I'm provided
11 a -- a brief prior to some media engagements that
12 go -- go through bullet points of how to describe
13 Ripple products and the problems they solve for --
14 for customers.

15 Q. And that briefing you -- you just
16 described, you've received that from nonattorney
17 personnel at Ripple?

18 A. Yes, I believe so.

19 Q. And you've also received similar
20 guidance from the [REDACTED] public relations firm?

21 MS. ZORNBERG: Object to form.

22 A. At Ripple we use a -- a tool called
23 Google Docs and it's unclear if -- I'm not certain
24 if -- if [REDACTED] provided input into that document
25 or that was, you know, mostly provided by our

1 Ripple communications team.

2 Q. Do you understand that [REDACTED] has
3 provided public relations guidance to Ripple and
4 its employees?

5 A. Yes, I understand that.

6 Q. One of the issues you received guidance
7 on from nonattorneys is about talking about XRP
8 not being a security subject to regulation by the
9 SEC?

10 MR. HECKER: Objection to form;
11 foundation.

12 A. Yes, I believe so.

13 Q. When did you start receiving guidance
14 about how to talk about Ripple and XRP as they
15 relate to the SEC?

16 MR. HECKER: Objection to form.

17 A. Well, on -- on the Ripple side, I
18 don't -- I don't remember receiving, you know,
19 guidance on -- on -- on the SEC matter. I don't
20 exactly remember the -- the dates. Perhaps 18
21 months ago? I'm not a -- I'm not a hundred
22 percent clear on the dates.

23 (Whereupon, exhibit is presented and
24 marked SEC Birla Exhibit AB-25 for
25 identification.)

1 BY MR. HANAUER:

2 Q. Mr. Birla, I am passing you a document
3 that's been marked as Exhibit AB-25 beginning with
4 the Bates number that ends in 173.

5 Is Exhibit 25 an e-mail you received
6 from Ms. [REDACTED] on --

7 UNIDENTIFIED SPEAKER: This
8 meeting is being recorded.

9 Q. Mr. Birla, is Exhibit 25 an e-mail you
10 received from [REDACTED] on December 7th, 2017,
11 and its attachment?

12 A. I believe so, yes.

13 Q. And who is [REDACTED]?

14 A. [REDACTED] was the former vice
15 president of People. "People" is a term that
16 encompasses the human resource function.

17 Q. And do you see how Ms. [REDACTED] writes
18 "Hi, all. Thank you for volunteering to deliver
19 the Ripple pitch"?

20 A. I see that, yes.

21 Q. What is your understanding of the
22 "Ripple pitch" that Ms. [REDACTED] is referring to?

23 A. I don't know.

24 Q. Do you see how the attachment to the
25 e-mail in Exhibit AB-25 is a document titled

1 "General Media Training FAQ"?

2 A. Yes, I see that.

3 Q. And this general meeting training FAQ is
4 a document for Ripple spokespersons to con --
5 consult before speaking with the media?

6 MS. ZORNBERG: Object to form.

7 And do you want to give him time to read
8 the document? You haven't even laid a
9 foundation as to his familiarity with it.

10 MS. GRESSEL: Also, can the
11 exhibit be sent to the remote attendees?

12 THE REPORTER: I -- I can't hear
13 you.

14 MS. GRESSEL: I was just asking
15 if the exhibit could be sent to the remote
16 attendees.

17 MR. TENREIRO: Nicole, this is
18 Jorge. If you can hear me, can you send
19 it to the e-mail I provided to, I think,
20 Mr. Marcus?

21 MS. FORBES: I already did.

22 MR. TENREIRO: So, Anna, she did.
23 D.J. Marcus.

24 MR. MARCUS: I just received it.
25 Thank you.

1 MR. TENREIRO: Thank you, Nicole.

2 BY MR. HANAUER:

3 Q. And, sir, I don't think you need to
4 review -- read every word of the -- the document
5 to answer my question, but certainly take as much
6 time as -- as you're comfortable with.

7 MR. HECKER: Yeah, I object to
8 the predicate. If you're going to point
9 him to something in particular, then, you
10 know, he can familiarize himself
11 generally. But if you're just going to
12 ask him to look at it, he should look at
13 it unless he's familiar with it.

14 MR. HANAUER: Madam Court
15 Reporter, can you please read back the
16 question before the objections were
17 lodged?

18 MR. HECKER: I assume you don't
19 mean the last question. You mean the one
20 before that.

21 MR. HANAUER: Before the
22 objections were lodged.

23 (Whereupon, the record was read
24 back.)

25 MR. HECKER: Objection to form;

1 foundation.

2 BY MR. HANAUER:

3 Q. You can answer the question.

4 A. So is the question is this a general
5 media training document?

6 Q. The question is, is this document
7 something that Ripple spokespersons were supposed
8 to consult before speaking with the media?

9 MR. HECKER: Objection to form;
10 foundation.

11 A. I believe so.

12 Q. And this general media training FAQ is
13 an example of the guidance you received about how
14 to talk about Ripple and XRP?

15 MS. ZORNBERG: Objection; lack of
16 foundation.

17 A. We received different kinds of
18 bulletins. I'm not familiar with this bulletin,
19 but, yeah, we received, you know, different kinds
20 of bulletins and backgrounds for media
21 engagements.

22 (Whereupon, exhibit is presented and
23 marked SEC Birla Exhibit AB-30 for
24 identification.)

25 MR. TENREIRO: Nicole, Exhibit

1 30.

2 MR. HANAUER: I just passed to
3 Mr. Birla a document marked -- an exhibit
4 marked AB-30 beginning with the Bates
5 number ending in 9284.

6 BY MR. HANAUER:

7 Q. And, Mr. Birla, is Exhibit AB-30 an
8 e-mail you received from [REDACTED] on August
9 20th, 2018, as well as the attachment to the
10 e-mail?

11 A. Yes, I believe so.

12 Q. And who is [REDACTED]?

13 A. I believe [REDACTED] was an
14 employee at [REDACTED]

15 Q. And Ms. [REDACTED] is sending you briefing
16 material in advance of an interview you did for
17 [REDACTED]?

18 A. Yes, I believe so.

19 Q. And I would like to refer you to the
20 first page of the attachment, the one ending in
21 Bates number 9285. And I'd like to refer you to
22 the third bullet point from the bottom where the
23 document says "I saw your interview with [REDACTED]
24 [REDACTED], where he suggests XRP is a security."

25 Do you see that?

1 A. I -- I do see that.

2 Q. And could you please just read to
3 yourself that bullet point and the next three
4 bullet points?

5 (Pause)

6 Q. What you just read is an example of
7 guidance you received about talking about XRP in a
8 way that suggests it is not a security, correct?

9 MS. ZORNBERG: Object to form.

10 A. Can you repeat the question, please?

11 (Whereupon, the record was read back.)

12 A. Yes, I believe that is true.

13 MR. TENREIRO: Thirty-two,
14 Nicole.

15 (Whereupon, exhibit is presented and
16 marked SEC Birla Exhibit AB-32 for
17 identification.)

18 BY MR. HANAUER:

19 Q. Mr. Birla, I just passed you a document
20 marked Exhibit AB-32 which starts with the Bates
21 number 10 -- ending in 1034.

22 MR. HECKER: Do the remote
23 participants have it?

24 MR. TENREIRO: I'm sure it's on
25 its way.

1 MS. DEARBORN: Not yet.

2 BY MR. HANAUER:

3 Q. And, Mr. Birla, is Exhibit AB-32 an
4 e-mail that was ending in a chain that was sent
5 from Monica Long to [REDACTED] you and others on
6 October 30th, 2018?

7 MR. HECKER: Objection to form.

8 A. Yes, I believe so.

9 Q. And who are [REDACTED] and Monica Long?

10 A. Monica Long is an employee at Ripple and
11 [REDACTED] is an entrepreneur.

12 Q. Did [REDACTED] ever work at Ripple?

13 A. She was a -- at one point a board
14 member.

15 Q. A Ripple board member?

16 A. A Ripple board member.

17 Q. Was she a Ripple board member in October
18 2018?

19 A. I don't know for certain.

20 Q. And do you see how in the second e-mail
21 from the top on Exhibit 32, [REDACTED] is asking
22 Monica for a copy of some of Ms. Long's and your
23 talking points?

24 A. I see that.

25 Q. And in response to [REDACTED] e-mail,

1 Ms. Long e-mails her back and includes the
2 document attached to the e-mail in Exhibit 32?

3 A. Yes, that's correct.

4 Q. And that document begins on the page
5 with the Bates number ending 1035? Do you see
6 that it says "[REDACTED]"?

7 A. I see that.

8 Q. And are these briefing materials you
9 received for an interview with the [REDACTED]

10 [REDACTED]?

11 MR. HECKER: Objection to form;

12 foundation.

13 A. I -- I don't believe these were -- are
14 you asking if these were my -- my briefing
15 materials for the [REDACTED]?

16 Q. Correct.

17 A. I don't remember speaking at the [REDACTED]

18 [REDACTED] conference.

19 Q. So [REDACTED] refers to this document as
20 "Asheesh's talking points."

21 MR. HECKER: Objection to form.

22 Q. Do you know why she's doing that?

23 MR. HECKER: Objection to form.

24 Q. Or did you have an understanding of why
25 she did that?

1 MR. HECKER: I'm sorry.

2 Objection to form.

3 A. I don't know why she's asking.

4 Q. Have you seen these talking points
5 before?

6 A. I've seen some of these talking points,
7 but this -- this document in particular does
8 not -- I do not recall this document in
9 particular.

10 Q. I'd like to refer you to the page of the
11 talking points ending with Bates number 1037. And
12 I'd like you to please read under the section "Hot
13 Topics" and "Regulation."

14 (Pause)

15 Q. Do you see how it says "If pushed on
16 commentating on whether or not XRP is a security:
17 Ultimately, this will be up to the SEC to decide"?

18 A. I see that in the document, yes.

19 Q. And this is guidance that came from
20 Ripple?

21 MR. HECKER: Objection to form.

22 MS. ZORNBERG: Objection; lack of
23 foundation. He's already said he's not
24 familiar with this document.

25 Q. You can answer the question.

1 A. I -- I see the area in the document that
2 you're referring to, but I'm not familiar with
3 this document. It does not look like this
4 document was prepared for me.

5 Q. Was this a Ripple document?

6 A. I'm not -- I'm not sure who prepared the
7 document, but it -- it appears to be a Ripple
8 document.

9 Q. And did you understand in late 2018 that
10 the SEC could decide that it considered XRP to be
11 a security?

12 MR. HECKER: Objection to form.

13 A. Do you mind rephrasing the question?

14 Q. In late 2018, did you have the
15 understanding that the SEC could ultimately decide
16 that it considered XRP to be a security?

17 MR. HECKER: Same objection.

18 A. I don't recall what I viewed in 2018
19 regarding SEC's viewpoint on whether XRP is a
20 security or not.

21 Q. In 2018 were you aware that the SEC
22 could decide to sue Ripple for violating the
23 federal securities laws?

24 MR. HECKER: Same objection.

25 A. I was aware -- in 2018 I was aware of

1 the -- of a possibility, yes.

2 Q. Since you started at Ripple, you've been
3 responsible for developing products that use XRP?

4 MR. HECKER: Sorry. Are we done?

5 We're done with this document?

6 MR. HANAUER: Yes. Thank you,
7 Counsel.

8 A. Can you repeat the question, please?

9 (Whereupon, the record was read back.)

10 A. Since I started at Ripple, I've
11 developed products at Ripple, some of which
12 leverage XRP.

13 Q. So you were responsible for both
14 developing products that use XRP and developing
15 products that don't use XRP?

16 A. Yes, I believe that to be correct.

17 Q. And were those your main
18 responsibilities from the time you started at
19 Ripple?

20 A. Product management at an early stage
21 company has a very vague and wide set of
22 responsibilities, but developing products was a
23 large part of those responsibilities.

24 Q. Is a product called ODL currently
25 Ripple's primary product?

1 A. ODL, which is known as -- it stands for
2 On-Demand Liquidity, is one of Ripple's products,
3 yes.

4 Q. Would you consider it to be Ripple's
5 primary product?

6 MR. HECKER: Objection to form.

7 A. I -- I don't believe it is the primary
8 product. It is one of many products that we offer
9 in the industry.

10 Q. Would you consider ODL to be one of
11 Ripple's primary products?

12 A. ODL is one of Ripple's important
13 products, yes.

14 Q. And ODL, when it was initially released,
15 it was called xRapid?

16 A. Over the years the precursor to ODL was
17 called a number of different things at Ripple.
18 One name was xRapid. Other names were known as
19 RPP. That stands for Ripple -- Ripple Payment
20 Protocol, I believe. And then other names --
21 Rainmaker was another name. There've been several
22 others that I -- I do not recall at this moment.

23 Q. Why was ODL formerly called Rainmaker?

24 MR. HECKER: Objection to form.

25 A. It was an internal code name for the --

1 the product and I don't recall the origins of the
2 name. This was early on at the company.

3 Q. Do you understand the term "Rainmaker"
4 to refer to a person that brings in a lot of
5 business or money for an organization?

6 A. I do not.

7 MR. HECKER: I'm sorry, the
8 transcript says I do. Did you say I do or
9 do not?

10 THE WITNESS: I do not understand
11 that.

12 Q. So what do you understand the term to
13 mean?

14 A. I don't understand what the term means.
15 I didn't understand it in that context.

16 Q. So you have no understanding why the
17 product was given that specific name?

18 A. It was not given that name externally.
19 It was just an internal name on documents. A
20 number of our products are given internal names
21 that have origins from potentially an engineer or
22 a product person that wrote something on a
23 document and it stuck with -- with it on the
24 document.

25 Q. You -- did you come up with the term

1 "Rainmaker"?

2 A. I don't believe so.

3 Q. Was xRapid the first product that Ripple
4 sold for -- for commercial use that used XRP?

5 A. The mechanics of -- of the licensing
6 model of -- you know, to my knowledge of xRapid
7 are such that the product isn't -- isn't licensed.
8 From my knowledge, the underlying framework known
9 as RippleNet is the licensed product.

10 Q. Okay. So it's my understanding that
11 xRapid would transfer one currency to another
12 currency using XRP to facilitate that transfer.

13 Is that accurate?

14 A. The -- yeah, the -- the way the product
15 works is that it facilitates the liquidity or the
16 settlement portion from one currency to another by
17 leveraging exchanges around the world.

18 Q. So in order for xRapid to work, it
19 needed to use XRP as part of that system, correct?

20 A. That is correct.

21 Q. Was xRapid the first product that Ripple
22 sold for commercial use that required XRP in order
23 for it to work?

24 A. I believe that the actual product that
25 was sold was a product known as RippleNet, which

1 is also known as xCurrent in a prior form. And
2 the mechanics of then adding on xRapid or ODL, I
3 don't believe that is a licensed product.

4 Q. Was xRapid the first product that Ripple
5 sold for commercial use that involved XRP -- or
6 that used XRP for transferring one currency to
7 another?

8 MS. ZORNBERG: Objection; asked
9 and answered.

10 You can answer.

11 A. It was the -- xRapid was the first
12 service that was commercially deployed to
13 customers of RippleNet.

14 Q. And was xRapid the first service that
15 Ripple offered that required XRP in order for it
16 to work?

17 MR. HECKER: Objection to form;
18 asked and answered.

19 A. Well, there was, you know, the RPP
20 product that I mentioned earlier. That leveraged
21 XRP. There were early products known as the
22 RippleCard that, you know, leveraged XRP. There
23 was the ability to hold gold called XAU that
24 leveraged the XRP ledger.

25 There was a product that we developed,

1 an open-source tool that we developed, known as
2 Ripple Trade that leveraged XRP.

3 There were, you know, various SDKs --
4 SDKs stand for software development kits -- that
5 helped customers, partners, developers interface
6 with the XRP ledger.

7 There was a product called Ripple
8 Connect or -- Ripple Connect, Gateway D was
9 another name for it, that helped partners and
10 others issue digital assets on the -- sorry,
11 digital assets, tokens. They're known as IOUs.
12 IOU is a -- is a token form on the XRP ledger.
13 And that -- yeah, and that product, to make it
14 easier, was called Gateway D and then Ripple
15 Connect after that.

16 Q. Did any of the products you just named
17 require XRP in order to function properly?

18 A. Yes, I believe so.

19 Q. Which ones?

20 A. Gateway D. To create an account on the
21 XRP ledger, you needed XRP to function. RPP
22 leveraged the XRP ledger and I believe the
23 decentralized exchange. The RippleCard -- again,
24 the RippleCard was a credit card or -- actually, I
25 don't know if it's a credit card or a debit card,